

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 30, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease and Security Agreement, dated as of October 30th, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement-1, Conditional Sale Agreement-2 and Lease of Railroad Equipment previously filed with the Commission under Recordation Numbers 10810, 10811 and 10812, respectively.

Please file under 10810 and cross-index under Recordation Numbers 10811 and 10812.

The names and addresses of the parties to the enclosed document are:

Termination of Lease

Lessor: Mellon Leasing Corporation  
One Mellon Bank Center  
Pittsburgh, Pennsylvania 15258

Lessee: The Burlington Northern and Sante Fe  
Railway Company  
2650 Lou Menk Drive, 2<sup>nd</sup> Floor  
Fort Worth, Texas 76131-2830

RECORDATION NO. 10810-C FILED

OCT 30 '98 3-21 PM

RECORDATION NO. 10811-B FILED

OCT 30 '98 3-21 PM

RECORDATION NO. 10812-B FILED

OCT 30 '98 3-21 PM

Counterparts  
Betty Grant

Mr. Vernon A. Williams  
October 30, 1998  
Page 2

Conditional Sale Agreement - 1 and  
Conditional Sale Agreement-2

Secured Party: LaSalle National Bank  
135 South LaSalle Street  
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed document is:  
set forth on Schedule 1 attached to the document

Also enclosed is a check in the amount of \$78.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

  
for Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

DATE: 10/30/98

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

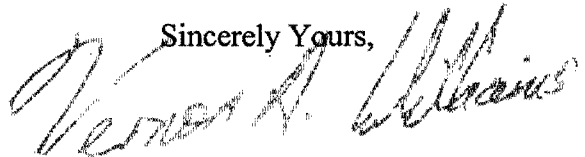
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/30/98 at 3:21 PM , and

assigned recordation number(s). 21763, 21764, 21765, 10810-C, 10811-B, 10812-B  
18298-A and 19044-A.

Sincerely Yours,

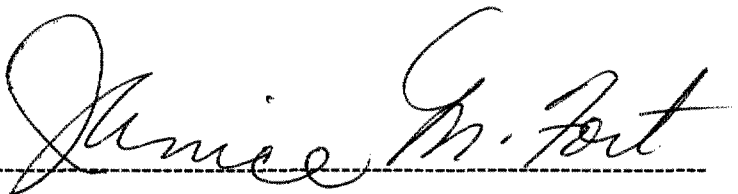


Vernon A. Williams

Enclosure(s) (8)  
208.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature\_\_\_\_\_



RECORDATION NO. 10810-C FILED  
OCT 30 '98 3-21 PM

RECORDATION NO. 10811 FILED - B  
OCT 30 '98 3-21 PM

RECORDATION NO. 10812-B FILED  
OCT 30 '98 3-21 PM

**3-TERMINATION OF LEASE AND SECURITY INTEREST**

THIS TERMINATION OF LEASE AND SECURITY INTEREST (this "**Termination**") is made and entered into, as of October 30, 1998, by MELLON LEASING CORPORATION (formerly known as Mellon Financial Services Corporation #3 and, herein, "**Mellon**"), LA SALLE NATIONAL BANK ("**La Salle**"), and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY (successor to The Atchison, Topeka and Santa Fe Railway Company and herein, "**Burlington**").

**RECITALS**

The following agreements were entered into by the parties indicated with respect to the railroad equipment described therein, which agreements were filed with the Interstate Commerce Commission as noted:

1. The Conditional Sale Agreement-1, dated as of July 1, 1979, among North American Car Corporation ("**NACC**"), National Steel Car Corporation, Limited ("**NSCC**"), and Westinghouse Credit Corporation ("**WCC**"), filed with the Commission on September 13, 1979, at 10:25 a.m. under Recordation Number 10810, covering only the National Steel Cars as described on Schedule 1 hereto ("**CSA-1**").
2. Agreement and Assignment-1, dated as of July 1, 1979, among NACC, NSCC, and La Salle National Bank, as Agent ("**La Salle**"), filed with the Commission on September 13, 1979, at 10:25 a.m. under Recordation Number 10810-A, covering only the National Steel Cars as described on Schedule 1 hereto ("**Assignment-1**").
3. The Conditional Sale Agreement-2, dated as of July 1, 1979, among Railway Marketing Corporation ("**Railway**"), Pullman Incorporated (Pullman Standard Division) ("**Pullman**"), and WCC, filed with the Commission on September 13, 1979, at 10:25 a.m. under Recordation Number 10811, covering only the Pullman Standard Cars as described on Schedule 1 hereto ("**CSA-2**").
4. Agreement and Assignment-2, dated as of July 1, 1979, among Railway, Pullman, and La Salle, as Agent, filed with the Commission on September 13, 1979, at 10:25 a.m. under Recordation Number 10811-A, covering only the Pullman Standard Cars as described on Schedule 1 hereto ("**Assignment-2**").
5. Lease of Railroad Equipment, dated as of July 1, 1979, between The Atchison, Topeka and Santa Fe Railway Company, Lessee ("**AT&SF**"), and WCC, Lessor, filed with the Commission on September 13, 1979, at 10:25 a.m. under Recordation Number 10812, covering both the Pullman Standard Cars and the National Steel Cars ("**Lease**").
6. Assignment of Lease and Agreement, dated as of July 1, 1979, between WCC and La Salle, as Agent, filed with the Commission on September 13, 1979, at 10:25 a.m. under Recordation Number 10812-A, covering both the Pullman Standard Cars and the National Steel Cars ("**Collateral Assignment**").

7. Bill of Sale, Assignment and Assumption Agreement, dated September 30, 1993, between Westinghouse Electric Corporation (successor in interest to WCC), Seller/Assignor, and Mellon Financial Services Corporation #3, Purchaser/Assignee, filed with the Commission on October 6, 1993, at 12:20 p.m. under Recordation Number 10810-B, covering both the Pullman Standard Cars and the National Steel Cars ("**Lease Assignment**").
8. Lease of Railroad Equipment, dated as of October 16, 1994 ("**Renewal Lease**"), between Mellon Financial Services Corporation #3 (successor to WCC and "**MFSC**" herein), as Lessor, and General Electric Railcar Services Corporation, as Lessee ("**GERSCO**"), filed with the Commission on November 4, 1994, at 4:00 p.m. under Recordation Number 19044.

### BACKGROUND

Pursuant to a Participation Agreement, dated as of July 1, 1979, among WCC, as Owner, AT&SF, as Lessee, La Salle, as Agent, and the Investors named therein, WCC agreed to purchase the National Steel Cars and the Pullman Standard Cars pursuant to CSA-1 and CSA-2, respectively, and to lease the National Steel Cars and the Pullman Standard Cars (collectively, the "**Equipment**") to AT&SF pursuant to the Lease. The amounts due the "Builders" under CSA-1 and CSA-2 (collectively, the "**CSAs**") were provided by the Investors (68.13653%) and WCC (31.86347%). The rights of NACC in CSA-1 and Railway in CSA-2 were assigned to La Salle as Agent for the Investors pursuant to Assignment-1 and Assignment-2, respectively. WCC's rights in the Lease were assigned to La Salle, as Agent, pursuant to the Lease Assignment. Payments under the CSAs were due over 179 months, commencing October 16, 1979.

The term of the Lease was 15 years from the date of delivery and acceptance (September 16, 1979), with AT&SF being required to make 180 rental payments commencing October 16, 1979. Pursuant to Section 14 of the Lease, upon expiration of the term of the Lease, Tiger Financial Services, Inc. ("**Tiger**") had an option to lease all of the Equipment then subject to the Lease for a term of five (5) years (the "**Renewal Option**"). MFSC succeeded to WCC's interest in the transaction pursuant to the Lease Assignment. MFSC changed its name to Mellon Leasing Corporation ("**Mellon**") in 1996. GERSCO succeeded to the interests of Tiger in the Renewal Option pursuant to an assignment, dated July 23, 1986, and exercised its right to lease the Equipment under the Renewal Lease. Mellon and GERSCO entered into the Renewal Lease as of October 16, 1994.

### TERMINATION OF PRIOR INTERESTS

Mellon and Burlington each hereby acknowledge that the term of the Lease has expired and that the Equipment is no longer subject to the Lease. La Salle, solely in its capacity as Agent for the Investors, hereby acknowledges that all amounts due with respect to the CSA Indebtedness (as defined in the CSAs) have been received by the Investors and the Equipment is no longer subject to the CSAs or the Collateral Assignment.

This Termination, which may be executed in counterparts, shall in all respects be governed by, and construed in accordance with, the laws of the State of Illinois, including all matters of construction, validity and performance.

**IN WITNESS WHEREOF**, the parties have caused this Termination to be executed by their respective duly authorized officers as of the day and year first above written.

**LA SALLE NATIONAL BANK, as  
Agent**

By:   
ERIK R. BENSON  
TRUST OFFICER

**MELLON LEASING CORPORATION**

By: \_\_\_\_\_  
Michael F. Marks  
Vice President  
October \_\_, 1998

**BURLINGTON NORTHERN SANTA  
FE RAILROAD**

By: \_\_\_\_\_  
L. Steven Vollmer  
General Director-Finance  
October \_\_, 1998

**IN WITNESS WHEREOF**, the parties have caused this Termination to be executed by their respective duly authorized officers as of the day and year first above written.

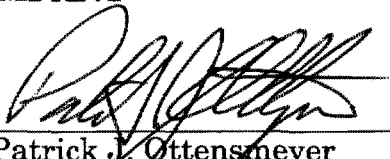
**LA SALLE NATIONAL BANK, as  
Agent**

**MELLON LEASING CORPORATION**

By: \_\_\_\_\_

By: \_\_\_\_\_  
Michael F. Marks  
Vice President  
October \_\_, 1998

**THE BURLINGTON NORTHERN  
AND SANTA FE RAILWAY  
COMPANY**


By:  \_\_\_\_\_  
Patrick J. Ottensmeyer  
Vice President Finance and  
Treasurer  
October \_\_, 1998

**IN WITNESS WHEREOF**, the parties have caused this Termination to be executed by their respective duly authorized officers as of the day and year first above written.

**LA SALLE NATIONAL BANK, as  
Agent**

By: \_\_\_\_\_

**MELLON LEASING CORPORATION**

By:   
Michael F. Marks  
Vice President  
October \_\_, 1998

**THE BURLINGTON NORTHERN  
AND SANTA FE RAILWAY  
COMPANY**

By: \_\_\_\_\_  
Patrick J. Ottensmeyer  
Vice President -Finance and  
Treasurer  
October \_\_, 1998



COUNTY OF COOK       )  
                              ) SS  
STATE OF ILLINOIS    )

On this the 23rd day of October 1998, before me personally appeared Erik R. Benson, to me personally known, who being by me duly sworn, says that he is a Trust Officer of La Salle National Bank, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public



COUNTY OF COOK       )  
                                  ) SS  
STATE OF ILLINOIS    )

On this the 28<sup>TH</sup> day of October 1998, before me personally appeared Patrick J. Ottensmeyer, to me personally known, who being by me duly sworn, says that he is Vice President-Finance and Treasurer of The Burlington Northern and Santa Fe Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



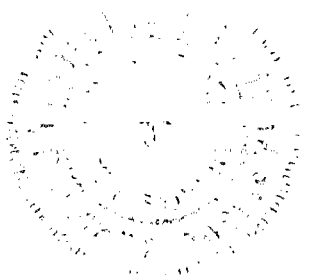
Dorothy V. Schaetzle  
Notary Public

COUNTY OF ALLEGHENY

COMMONWEALTH OF PENNSYLVANIA

)  
) SS  
)

On this the 28<sup>th</sup> day of October 1998, before me personally appeared Michael F. Marks, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jacqueline K. Schultz  
Notary Public

Notarial Seal  
Jacqueline K. Schultz, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires Feb. 19, 2000  
Member, Pennsylvania Association of Notaries

**SCHEDULE 1**  
**THE EQUIPMENT**

<u>Type</u>	<u>Quantity</u>	<u>Road Numbers -Both Inclusive</u>
National Steel Cars-- 4,650 cu. ft. covered hopper cars	150	ATSF 316000-316149
Pullman Standard Cars-- 4,750 cu. ft. covered hopper cars	100	ATSF 315900-315999